

**AGREEMENT AS TO  
AMENDMENT AND RESTATEMENT OF  
MEMORANDUM OF AGREEMENT**

THIS AGREEMENT AS TO AMENDMENT AND RESTATEMENT OF MEMORANDUM OF AGREEMENT (the "Amendment and Restatement Agreement") is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 2007, by and between the LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, a de jure consolidated local government pursuant to KRS Chapter 67C and a political subdivision of the Commonwealth of Kentucky ("Metro Louisville") and the LOUISVILLE ARENA AUTHORITY, INC., a Kentucky non-stock, non-profit corporation (the "Arena Authority").

W I T N E S S E T H:

WHEREAS, under date of July 21, 2006, pursuant to authority of Resolution No. 81, Series 2006 of the Metro Council of Metro Louisville, the Arena Authority and Metro Louisville entered into a Memorandum of Agreement (the "Original Guarantee Agreement") with respect to the financing and construction of the Louisville Arena, a public project intended for multiple uses as a public, recreational, cultural and sports facility; and

WHEREAS, the parties agree that it is necessary and appropriate that such Original Guarantee Agreement be amended and restated, in light of developments occurring after the execution and delivery of the Original Guarantee Agreement;

NOW THEREFORE, IN CONSIDERATION OF THE PREMISES AND FOR OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT AND SUFFICIENCY OF WHICH IS HEREBY ACKNOWLEDGED BY EACH PARTY, THE PARTIES COVENANT AND AGREE, AS FOLLOWS:

Section 1. The Guarantee Agreement shall be amended and restated in full, in order to reflect with accuracy the undertakings, covenants and agreements made by the parties. The Amended and Restated Guarantee Agreement is attached hereto and incorporated herein as Exhibit C. Amendments are reflected as text strike-outs and underlined text additions. Exhibit B to the Original Guarantee Agreement is hereby repealed and annulled in its entirety and shall be replaced by "Modified Exhibit B" hereby adopted, which will be an integral part of Exhibit C hereto.

Section 2. The Amended and Restated Memorandum of Agreement adopted as Exhibit C hereto and Modified Exhibit B thereto are hereby approved and adopted by Metro Louisville and the Arena Authority, which approvals shall be evidenced by execution by each the parties of this Amendment and Modification Agreement and the Amended and Restated Memorandum of Agreement. This Amendment to Guarantee Agreement and the Amended and Restated Memorandum of Agreement, including Modified Exhibit B, shall be in full force and effect from and after the execution and delivery of each such agreement by each Party hereto.

IN WITNESS WHEREOF, Metro Louisville and the Arena Authority have each executed and delivered this Amendment and Restatement Agreement and the Amended and Restated Memorandum of Agreement attached hereto and incorporated herein as Exhibit C, effective as of the date upon which both parties have executed and delivered this Amendment and Restatement Agreement and the Amended and Restated Memorandum of Agreement.

Approved as to Form and Legality:

**METRO LOUISVILLE:**

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Honorable Irv Maze  
Jefferson County Attorney

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Jerry E. Abramson, Mayor

**ARENA AUTHORITY:**

Approved as to Form and Legality:

LOUISVILLE ARENA AUTHORITY, INC.

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Counsel for Arena Authority

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Chairman